

State of New Hampshire

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William M. Gardner
Secretary of State

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RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

Holden Engineering & Surveying, Inc.
(surviving corporation)

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED.** (Note 1)

Name of Corporation: Holden Engineering & Surveying, Inc.

- (Check one) A. ☐ Shareholder approval **was not** required.
B. ☒ Shareholder approval **was** required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast		OR	Total no. of undisputed votes FOR
			FOR	AGAINST		
-----	100	100	100	0		

Name of Corporation: Holden GPS, Inc.

- (Check one) A. ☐ Shareholder approval **was not** required.
B. ☒ Shareholder approval **was** required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast		OR	Total no. of undisputed votes FOR
			FOR	AGAINST		
-----	100	100	100	0		

State of New Hampshire
Mergers - Corporations 8 Page(s)



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Form 21
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

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			<u>FOR</u>	<u>AGAINST</u>		
-----	100	100	100	0		

Name of Corporation: New England Environmental Associates, Inc.

- (Check one) A. ☐ Shareholder approval **was not** required.
B. ☒ Shareholder approval **was** required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast		<u>OR</u>	Total no. of undisputed votes FOR
			<u>FOR</u>	<u>AGAINST</u>		
-----	100	100	100	0		

State of New Hampshire

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Form 21
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

Holden Engineering & Surveying, Inc.
(surviving corporation)

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			<u>FOR</u>	<u>AGAINST</u>		
-----	100	100	100	0		

Name of Corporation: East Coast Mapping, Inc.

- (Check one) A. ☐ Shareholder approval **was not** required.
B. ☒ Shareholder approval **was** required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast		<u>OR</u>	Total no. of undisputed votes FOR
			<u>FOR</u>	<u>AGAINST</u>		
-----	100	100	100	0		

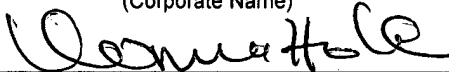
SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

THIRD: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is: 300 Shares (unchanged by merger).

Holden Engineering & Surveying, Inc.

(Note 3)

(Corporate Name)



(Signature)

(Note 4)

Donna L. Holden

(Print or type name)

President

(Title)

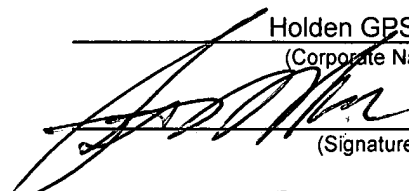
(Note 4)

Date signed: Dec. 19, 2013

Holden GPS, Inc.

(Note 3)

(Corporate Name)



(Signature)

(Note 4)

Peter D. Holden

(Print or type name)

President

(Title)

(Note 4)

Date signed: 12-19-2013

Notes: 1. The Plan of Merger must be submitted with this form.

2. All sections under "B" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)

3. Exact corporate names of respective corporations executing the Articles.

4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

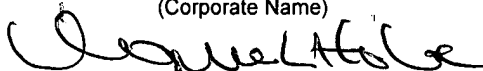
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Holden Engineering & Surveying, Inc.

(Note 3)

(Corporate Name)



(Note 4)

(Signature)

Donna L. Holden

(Print or type name)

President

(Note 4)

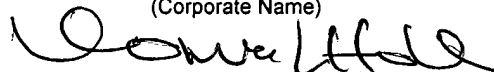
(Title)

Date signed: Dec. 19, 2013

New England Environmental Associates, Inc.

(Note 3)

(Corporate Name)



(Note 4)

(Signature)

Donna L. Holden

(Print or type name)

President

(Note 4)

(Title)

Date signed: Dec. 19, 2013

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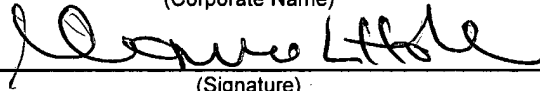
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Holden Engineering & Surveying, Inc.

(Note 3)

(Corporate Name)



(Note 4)

(Signature)

Donna L. Holden

(Print or type name)

President

(Note 4)

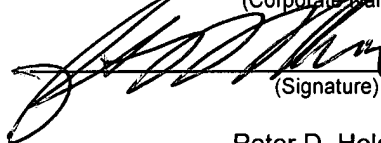
(Title)

Date signed: Dec. 19, 2013

East Coast Mapping, Inc.

(Note 3)

(Corporate Name)



(Note 4)

(Signature)

Peter D. Holden

(Print or type name)

President

(Note 4)

(Title)

Date signed: 12-19-2013

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PLAN OF MERGER

This Plan of Merger, dated as of December 19, 2013, is among, and shall affect and govern the merger of, Holden GPS, Inc., New England Environmental Associates, Inc. and East Coast Mapping, Inc. (collectively, the "Merged Corporations") and Holden Engineering & Surveying, Inc. ("Holden"), each of which is a New Hampshire corporation. The board of directors of each of the Merged Corporations and Holden consider it to be in the best interests of their respective sole shareholder that the Merged Corporations be merged into Holden pursuant to the New Hampshire Business Corporation Act and in accordance with the terms of this agreement. Accordingly, the parties hereto agree as follows:

1. Merger. Each of the Merged Corporations shall be merged into Holden pursuant to New Hampshire RSA 293-A:11.01, effective upon the filing of Articles of Merger with the New Hampshire Secretary of State (the "Effective Date"). Holden shall be the surviving corporation, and the separate corporate existence of each of the Merged Corporations shall cease as of the Effective Date.
2. No Amendments to Articles. The merger contemplated hereby shall not cause or require an amendment to the Articles of Incorporation of Holden as the surviving corporation of the merger.
3. Delivery of Shares. On or before the Effective Date, the sole shareholder of each of the Merged Corporations shall deliver all shares of common stock in the Merged Corporations to Holden and all such shares shall be extinguished immediately upon the merger as of the Effective date.
4. Effect of Merger. At and after the Effective Date, Holden shall succeed to all of the rights and property and all of the liabilities and obligations of the Merged Corporations as provided in New Hampshire RSA 293-A:11.06. The Articles of Incorporation and the Bylaws of Holden shall continue as the Articles and Bylaws on and after the Effective Date. The current sole director and the officers of Holden shall remain the sole director and officers, respectively, of Holden until expiration of their current respective terms as such or their respective prior resignation, removal or death.
5. Approval of Stockholder. This Plan of Merger has been authorized and approved by all of the directors and the shareholder of Holden and the Merged Corporations (all of which are under common ownership by the same sole shareholder) to the extent required and as provided by law.
6. Amendment. The boards of directors and sole shareholder of Holden and the Merged Corporations may amend this Plan of Merger or the Agreement at any time prior to filing Articles of Merger with the New Hampshire Secretary of State.

7. Termination. This Plan of Merger may be terminated or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of New Hampshire, upon the written agreement of Holden and the Merged Corporations authorized by their respective boards of directors and sole shareholder.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed as of the Effective Date.

HOLDEN GPS, INC.

By: 

Peter D. Holden, President

NEW ENGLAND ENVIRONMENTAL
ASSOCIATES, INC.

By: 

Donna L. Holden, President

EAST COAST MAPPING, INC.

By: 

Peter D. Holden, President

HOLDEN ENGINEERING &
SURVEYING, INC.

By: 

Donna L. Holden, President